

FILE NO

387468

BILL OF SALE

THE STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS

COUNTY OF SAN PATRICIO

That AMERICAN ENERGY LEASING, INC., a Delaware corporation, (hereinafter called "Seller"), by and through Gary J. Knostman, Post Office Drawer 827, Fulton Beach, Texas 78358, acting herein solely in his capacity as Trustee of the Estate of American Energy Leasing, Inc., a Delaware corporation, the Debtor in Case No. 89-07342-H2-7 which is pending in the United States Bankruptcy Court, Southern District of Texas, Houston Division, for and in consideration of Ten and No/100 Dollars, to the undersigned paid, the receipt and sufficiency of which are hereby acknowledged and confessed, does hereby sell, assign, transfer, convey, set over and deliver unto IMPEXCO OF TEXAS, INC., a Texas corporation, (hereinafter referred to as "Purchaser") whose address is C/O Steelhammer & Kendrick, P.C., Three Riverway, Suite 700, Houston, TX 77056-1909, subject to the disclaimers herein contained, all of the (i) personal property, fixtures and/or equipment described in Exhibit "B," attached hereto and made a part hereof for all purposes, and (ii) the pipes, pipelines, and valve station located on or under the land, described in Exhibit "A " which is attached hereto and made a part hereof.

TO HAVE AND TO HOLD the above described personal property, fixtures and/or equipment, pipes, pipeline and valve station hereby conveyed unto Purchaser, its successors and assigns, forever.

This bill of sale is given by Seller and accepted by Purchaser with the understanding that the above described personal property, fixtures and/or equipment, pipes, pipelines and valve station are second-hand or used, and that such property is accepted subject to all matters set forth herein.

THE SALE OF THE PROPERTY IS "AS IS", "WHERE IS", WITH ALL FAULTS, AND WITHOUT REPRESENTATION OR WARRANTY OF ANY KIND BY SELLER, WHETHER EXPRESS, IMPLIED, STATUTORY, QUASI-STATUTORY OR OTHER WISE. ANY WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR CONFORMITY WITH SAMPLE BEING EXPRESSLY DISCLAIMED. THIS SALE IS MADE FURTHER SUBJECT TO ANY AND ALL MATTERS OF RECORD, INCLUDING, BUT NOT LIMITED TO, THOSE MADE PURSUANT TO THE UNIFORM COMMERCIAL CODE OR ANY OTHER LAW OR REGULATION. SELLER MAKES NO REPRESENTATIONS OR WARRANTIES WITH RESPECT TO COMPLIANCE OR CONFORMITY WITH ANY LAWS, RULES, AGREEMENTS OR SPECIFICATIONS, OR WITH RESPECT TO CONDITION, QUALITY, CAPACITY, DESIGN, OPERATION, FREEDOM FROM INFRINGEMENT OF ANY PATENT, COPYRIGHT, OR TRADEMARK OR OTHER PROPRIETARY RIGHT, ABSENCE OF ANY LATENT DEFECTS OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER WITH RESPECT TO THE

PROPERTY, ALL OF WHICH ARE EXPRESSLY WAIVED BY THE PURCHASER. PURCHASER AGREES THAT ALL DISCLAIMERS OF WARRANTY SHALL BE

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CONSTRUED LIBERALLY IN FAVOR OF THE SELLER.

By acceptance of delivery of the Property, the Purchaser acknowledges that the Purchaser has either examined the Property as fully as desired, or has been given the opportunity for such examination and has refused to make such examination.

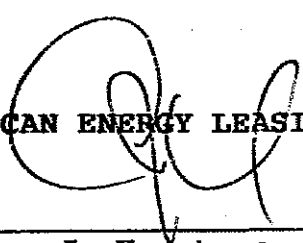
This is a final and exclusive expression of the agreement of the Seller and the Purchaser and no course of dealing or trade custom shall be relevant to explain or supplement any term expressed in this agreement.

This agreement shall be governed and construed in accordance with the laws of the State of Texas.

This conveyance is without warranty, of title, either expressed or implied, but, to the extent permitted by 11 U.S.C. § 363 Seller conveys and Purchaser takes title to the property conveyed herein, free and clear of all liens, claims and encumbrances.

Dated May 1, 1990.

Seller: AMERICAN ENERGY LEASING, INC.

By:   
Gary J. Knostman, Trustee  
for the Estate of American  
Energy Leasing, Inc.  
Post Office Drawer 837  
Fulton Beach, Texas 78358

Purchaser: IMPEXCO OF TEXAS, INC.

By:   
Guy A. Bermes  
President

FILE NO: 387468

STATE OF TEXAS            )  
                                  )  
COUNTY OF HARRIS        )

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared GARY J. KNOSTMAN, TRUSTEE OF THE ESTATE OF AMERICAN ENERGY LEASING, INC., the Trustee pursuant to Chapter 11 of Title 11, United States Code, of AMERICAN ENERGY LEASING, INC., a Delaware corporation, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act of such corporation, for the purposes and consideration therein expressed, and in the capacity therein stated.

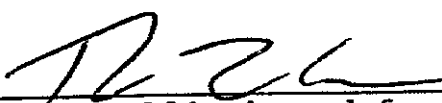
IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 1st day of May, 1990.

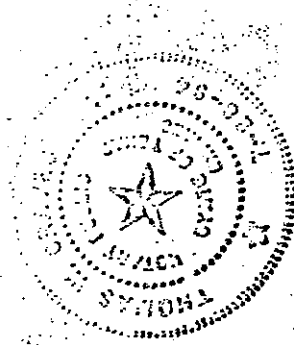
  
\_\_\_\_\_  
Notary Public in and for  
the State of Texas



STATE OF TEXAS            )  
                                  )  
COUNTY OF HARRIS        )

This instrument was acknowledged before me on May 2, 1990 by Guy A. Bermes, the President, of Impexco of Texas, Inc., a Texas corporation, on behalf of said corporation.

  
\_\_\_\_\_  
Notary Public in and for  
the State of Texas



AELI.EXI

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REFINERY SITE

TRACT 1

FIELDNOTE DESCRIPTION of a portion of Lots 4 and 5, Block O, Burton and Danforth Subdivision, as shown by map recorded in Volume 152, Page 1, Deed Records, San Patricio County, Texas, described as follows:

COMMENCING at the southeasterly corner of said Lot 4, being at the intersection of the centerline of Farm-to-Market Road 2725 with the centerline of a 40.00 foot public roadway between Blocks N and O of said subdivision;

THENCE, along the centerline of said 40.00 foot roadway and the southerly boundary of said Lot 4, N 55° 23' 00" W, at 50.00 feet past the westerly right-of-way of said Farm-to-Market Road, in all 156.12 feet to the POINT OF BEGINNING of this tract;

THENCE, continuing along said centerline and boundary, N 55° 23' 00" W, 503.88 feet to the southwesterly corner of said Lot 5;

THENCE, along the westerly boundary of said Lot 5, N 34° 37' 00" E, at 20.00 feet past a 5/8 inch iron rod found on the northerly right-of-way of said 40.00 foot roadway, in all 685.00 feet to a brass monument in concrete found;

THENCE, S 55° 23' 00" E, 610.00 feet to a 5/8 inch iron rod set on the westerly right-of-way of said Farm-to-Market Road;

THENCE, along said westerly right-of-way, S 34° 37' 00" W, 501.25 feet to a 5/8 inch iron rod found;

THENCE, N 55° 23' 00" W, 106.12 feet to a 5/8 inch iron rod found;

THENCE, S 34° 37' 00" W, at 163.75 feet past a 5/8 inch iron rod found on the northerly right-of-way of said 40.00 foot roadway, in all 183.75 feet to the POINT OF BEGINNING.

CONTAINING 9.145 acres, more or less, of which 0.231 acre is in road right-of-way.

TRACT 2

FIELDNOTE DESCRIPTION in all of Lots 1 and 2, and a portion of Lot 3, Block N, AND a portion of Lots 1 and 2, Block M, AND all of Lot 4, Block II, AND a portion of Lot 4, Block JJ, Burton and Danforth Subdivision, as shown by map recorded in Volume 152, Page 1, Deed Records, San Patricio County, Texas, described as follows:

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COMMENCING at the northwesterly corner of said Lot 3, Block N, being at the intersection of the centerline of Farm-to-Market Road 2725 with the centerline of a 40.00 foot roadway between Blocks N and O of said subdivision;

THENCE, along the centerline of said 40.00 foot roadway and the northerly boundary of said Lot 3, S 55° 23' 00" E, 50.00 feet to the easterly right-of-way of said Farm-to-Market Road, for the POINT OF BEGINNING of this tract;

THENCE, along said easterly right-of-way, S 34° 37' 00" W, at 20.00 feet past a 5/8 inch iron rod set on the southerly right-of-way of said 40.00 foot roadway, at 1300.00 feet past a 5/8 inch iron rod set on the northerly right-of-way of a 40.00 foot roadway between Blocks M and N of said subdivision, in all 1320.00 feet to a 5/8 inch iron rod set on the southerly boundary of said Lot 3, Block N, being on the centerline of said 40.00 foot roadway.

THENCE, along said centerline and southerly boundary, S 55° 23' 00" E, 280.00 feet to a 5/8 inch iron rod set at the southeasterly corner of said Lot 3, Block N, being the northwesterly corner of Lot 2, Block M;

THENCE, along the westerly boundary of said Lot 2, S 34° 37' 00" W, at 20.00 feet past the southerly right-of-way of said 40.00 foot roadway, in all 660.00 feet to a 5/8 inch iron rod set;

THENCE, S 55° 23' 00" E, at 630.00 feet past the westerly right-of-way of a 60.00 foot roadway between Blocks M and JJ, at 660.00 feet past the centerline of said roadway and boundary between said Blocks M and JJ, in all 690.00 feet to a 5/8 inch iron rod found on the easterly right-of-way of said 60.00 foot roadway;

THENCE, along said easterly right-of-way, N 34° 37' 00" E, 420.89 feet to a 5/8 inch iron rod found;

THENCE, S 57° 11' 36" E, 219.92 feet to a 5/8 inch iron rod found;

THENCE, N 36° 16' 05" E, 252.27 feet to a 5/8 inch iron rod found on the northerly right-of-way of a 40.00 foot roadway between Blocks JJ and II;

THENCE, along said northerly right-of-way, S 55°, 23' 00" E, 72.92 feet to a 5/8 inch iron rod set on the boundary between Lots 3 and 4, Block II;

THENCE, along said boundary, N 34° 37' 00" E, at 1280.00 feet past a 5/8 inch iron rod set on the southerly right-of-way of a 40.00 foot roadway between Blocks II and HH, in all 1300.00 feet to the centerline of said roadway, being the northeasterly corner of said Lot 4, Block II;

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THENCE, along said centerline and the boundary between Blocks II and HH, and the boundary between Blocks N and O, N 55° 23' 00" W, 1270.00 feet to the POINT OF BEGINNING.

CONTAINING 50.113 acres, more or less, of which 4.070 acres is in road right-of-way.

TRACT 3

Lots 1, 2 and 3, Block II, Burton and Danforth Subdivision, as shown by map recorded in Volume 152, Page 1, Deed Records, San Patricio County, Texas.

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### REFINERY EQUIPMENT

A. A refinery located in Ingleside, Texas, on 87.258 acres of land, more or less, and consisting of the following processing units and facilities:

A complete 10,000 or 12,000 b/d atmospheric crude distillation unit, including 3 side strippers, distillate treating facilities and cooling tower.

A complete 30,000 b/d atmospheric crude distillation unit, including 4 side strippers, diesel stream filter - coalescer and salt dryer and off-gas compressor and caustic treater, distillate treating facilities and cooling tower.

A complete 20,000 b/d vacuum distillation unit, including cooling tower.

A complete 15,000 b/d naphtha stabilizer.

Boiler house 20,000 lb/hr.

Firewater system, including 200 HP diesel driven firewater pump

Waste water treatment system

Tankage consisting of 31 tanks with a total capacity of approximately 1,179,250 barrels and transfer pumps.

Two (2) truck loading racks, together with all facilities thereto.

Control House complete with all instrument panels installed.

B. Laboratory equipment consisting of the following:

Fisher Model 1200 Gas Partitioner with Omni-Scribe recorder

Princeton Gamma Tech Model 100 Chemical Analyzer (Sulfur Mach.) w/ Anadex Model DP-500 Printer

L-X Heating Hydrometer Cylinders (2)

Vapor Pressure Bath Unit

Fisher Model 13-449 Colorimeter, ASTM D-1500

Fisher/Tag, Ser. No. 113, Saybolt Chronometer

Precision Scientific Cat. No. 74731 Distillation Machine (4)

Fisher/Tag Model 13407 Flash Point Apparatus

I, DOTTIE MALEY, County Clerk of San Patricio County, Texas, do hereby certify that the following images are part of the Official Public Records of Real Property of San Patricio County,

Texas, starting with File No. **387468** Image Identification No. **255804**

WITNESS MY HAND AND SEAL OF OFFICE, this the **4th** day of **May** 19 **90**



*Dottie Maley*  
DOTTIE MALEY, County Clerk  
San Patricio County, Texas.

IF NOT **387468**

Koehler Instrument Co. Smoke Point Apparatus (Set A)  
Precision Scientific Cat. No. 74700 Salt and Crude Analyzer  
Fisher Model 315 Thermix Stirring Hot Plate  
Lab-Line Instruments Model No. 1405 Kwik-Set Lab-Chron Timer  
Fisher/Tag Ser. No. 1392 Saybolt Viscosimeter, ASTM D-88  
Precision Scientific Cat. No. 74944 Temp-Trol Viscosity Bath  
Koehler Model No. 10-399 LPG Corrosion Bath  
Labconco Stainless Steel Glassware Washer  
Vacuum Distillation Apparatus w/Vacuum Pump and (2) heating elements  
Koehler sample warmer, water by distillation  
Depentanization Apparatus  
Fisher Model No. 350 Isotemp Oven  
Corning No. 125 ph Meter  
Bausch & Lomb Model No. 33-46-10 Refractometer  
Bausch & Lomb Model No. 33-22-01 Spectronic 21  
Fisher/Tag Ser. No. 1503 Tag Closed Meter, ASTM D-56  
GRA/Lab Model No. 171 Universal Timer  
M-6D Aqua Still Model No. M-5D, Ser. No. CD-621  
Oceanography Int'l Ampulmatic Model No. 1360  
Dayton Electric Model No. 32394B Speedair Compressor  
Miscellaneous consumable laboratory supplies

C. All spare parts, inventory and tools presently located in or on the 87.258 acres of land described in paragraph A., above, or stored or located on the premises owned, leased or in any other way controlled by American Energy Leasing, Inc. or Spartan Resources, Inc. or any affiliated person, partnership, corporation or other legal entity thereof.

D. In addition to the processing units and facilities specifically described in paragraph A., above, the refinery shall also include the following:

EXHIBIT "B"  
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Flare system including "knock out" drum

Kerosine Clay Tower

Instrument Air Compressor with dryer

Control Building with Control Panels

Pump House with switch gear room

E. All plans, drawings, operating manuals, financial and operating records, if any, pertaining to the Refinery described in paragraph A, above.

FILE NO: 387468 COMPARED  
*American Energy Leasing, Inc.*  
*SD*  
*Impenco of Texas, Inc.*

THE STATE OF TEXAS  
COUNTY OF SAN PATRICIO  
HEREBY CERTIFY  
THAT THIS INSTRUMENT WAS FILED ON THE DATE AND  
TIME STAMPED HEREON BY ME AND WAS DULY RECORDED  
ON THE 3 DAY OF May 1990 FILE NO.  
**387468** OF THE REAL PROPERTY RECORDS  
OF SAN PATRICIO COUNTY, TEXAS.  
BY Karen Land DEPUTY  
COTTIE MALEY  
COUNTY CLERK  
SAN PATRICIO  
COUNTY, TEXAS

FILED FOR RECORD  
at 9:30 o'clock A M

MAY 03 1990

DOTTIE MALEY  
CLERK COUNTY COURT SAN PATRICIO CO., TEX  
By Karen Land Deputy  
Karen Land *6/19/90*

*Robert Stee hammer*

EXHIBIT "B"  
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